

L TERSIGNI CONSULTING P.C.
Certified Public Accountant

2001 West Main Street - Suite 220
 Stamford, CT, 06902
 Telephone: 203-569-9090
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December 11, 2001

Invoice No. 062

Matthew G. Zaleski, III, Esq.
 Campbell & Levine LLC
 Chase Manhattan Centre- 15th Floor
 1201 N. Market Street
 Wilmington, DE. 19801

RE: W.R. Grace

For services rendered in connection with the above-captioned matter during the period
 November 2, 2001 - November 30, 2001 as per the attached analysis.

<u>Professional Fees (see Schedule A)</u>	<u>Hours</u>	<u>Amount</u>
Loreto T. Tersigni - Managing Director	14.75	\$5,826.25
Michael Berkin - Managing Director	18.50	\$7,307.50
Peter Rubsam - Director	9.00	\$2,700.00
Patrick McArdle - Director	37.50	\$11,250.00
Dottie-Jo Collins - Manager	5.00	\$1,125.00

<u>Expenses (see Schedule B)</u>	
Telephone, Transportaion, Xerox, Postage, Fax	\$148.70

TOTAL

\$28,357.45

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RE: W.R. Grace

Summary of Professional Services Rendered: November 2, 2001 - November 30, 2001

Name	Schedule	Rate (2001)	Hours	Amount
Loreto T. Tersigni	Schedule A	\$395	14.75	\$5,826.25
Michael Berkin	Schedule A	\$395	18.50	\$7,307.50
Peter Rubsam	Schedule A	\$300	9.00	\$2,700.00
Patrick McArdle	Schedule A	\$300	37.50	\$11,250.00
Dottie-Jo Collins	Schedule A	\$225	5.00	\$1,125.00
Total Professional Services- Schedule A:			84.75	\$28,208.75
Total Out of Pocket Expenses- Schedule B:				\$148.70
TOTAL DUE THIS INVOICE				\$28,357.45

W.R. Grace

Schedule A**Loreto T. Tersigni***Services Rendered during the Period: November 2 - 30, 2001.*

Date	Comment	Hours	Rate	Amount
11/2/2001	Review documents presented by debtor at meeting on November 1, 2001	3.50	\$395.00	\$1,382.50
11/5/2001	Preparation of engagement summaries and status for counsel	0.75	\$395.00	\$296.25
11/5/2001	Review of business plan	1.00	\$395.00	\$395.00
11/7/2001	Review of monthly operating report and memorandum prepared therewith	1.00	\$395.00	\$395.00
11/14/2001	Review of business plan	1.00	\$395.00	\$395.00
11/15/2001	Review of documents prepared by debtor	1.50	\$395.00	\$592.50
11/19/2001	Meeting with counsel and ACC representatives to discuss valuation and other financial matters	1.50	\$395.00	\$592.50
11/23/2001	Review of monthly operating report	1.00	\$395.00	\$395.00
11/26/2001	Review and analysis of Project Chi acquisition	3.50	\$395.00	\$1,382.50
Sub-Total		14.75		\$5,826.25

Michael Berkin*Services Rendered during the Period: November 2 - 30, 2001.*

Date	Comment	Hours	Rate	Amount
11/5/2001	Preparation of memo and attached financial schedules summarizing business plan presented by management on 11/1/01.	8.00	\$395.00	\$3,160.00
11/16/2001	Discuss Project Chi update with debtor advisor and summarize findings	5.00	\$395.00	\$1,975.00
11/18/2001	Preparation for status meeting with ACC	1.00	\$395.00	\$395.00
11/19/2001	Status meeting with ACC	0.50	\$395.00	\$197.50
11/29/2001	Project Chi financial analysis and business valuation	4.00	\$395.00	\$1,580.00
Sub-Total		18.50		\$7,307.50

Peter Rubsam*Services Rendered during the Period: November 2 - 30, 2001.*

Date	Comment	Hours	Rate	Amount
11/5/2001	Review business plan and financial data	6.0	\$300.00	\$1,800.00
11/16/2001	Prepare valuation of company for meeting in NYC	1.0	\$300.00	\$300.00
11/18/2001	Update valuation of company-for meeting in NYC	1.0	\$300.00	\$300.00
11/19/2001	Review memo with counsel	1.0	\$300.00	\$300.00
Sub-Total		9.00		\$2,700.00

W.R. Grace

Schedule A**Patrick McArdle***Services Rendered during the Period: November 2 - 30, 2001.*

Date	Comment	Hours	Rate	Amount
11/6/2001	Read and review monthly financial results of company's past performance	4.00	\$300.00	\$1,200.00
11/8/2001	Review & analyze monthly operating reports, prepare comparative financials	8.00	\$300.00	\$2,400.00
11/9/2001	Review & analyze monthly operating reports, prepare comparative financials	8.00	\$300.00	\$2,400.00
11/13/2001	Review & analyze monthly operating reports, prepare comparative financials	7.00	\$300.00	\$2,100.00
11/14/2001	Review & analyze monthly operating reports, prepare comparative financials	4.50	\$300.00	\$1,350.00
11/16/2001	Review & analyze monthly operating reports, prepare comparative financials	3.00	\$300.00	\$900.00
11/27/2001	Review historical documents regarding ownership structure, prep org. chart	3.00	\$300.00	\$900.00
Sub-Total		37.50		\$11,250.00

Dottie-Jo Collins*Services Rendered during the Period: November 2 - 30, 2001.*

Date	Comment	Hours	Rate	Amount
11/20-21/01	Prep for mailing, Business Plan Memo 11-21-01, edit, zerox, assemble, mail	2.50	\$225.00	\$562.50
11/30/2001	Compilation and consolidation of monthly services rendered	2.50	\$225.00	\$562.50
Sub-Total		5.00		\$1,125.00

TOTAL Schedule A	84.75	\$28,208.75
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W. R. Grace

Schedule B**Summary of Expenses Incurred by L Tersigni Consulting P.C.
Accountant and Financial Advisor**

<u>Descriptions</u>	<u>Amount</u>
Telephone - November 2001	\$63.50
Transportation: Taxi in NYC 11-19-01	\$13.55
Transportation: Train TO/FROM Stamford- NYC 11-19-01	\$15.00
Parking at Stamford Train Station 11-19-01	\$4.15
Xerox 11-21-01 (340 x \$0.10 per page= Business Plan Memo)	\$34.00
Postage 11-21-01 (18 x \$1.00 per envelope= Business Plan Memo)	\$17.00
Fax (\$0.50 per page outbound)	\$1.50
Total Expenses incurred from Nov. 2, 2001 through Nov. 30, 2001	\$148.70